

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE LUTHERAN CHURCH—MISSOURI SYNOD

Article I Name, Duration, Registered Office, and Agent

- a. The name of this corporation shall be “The Lutheran Church—Missouri Synod.”
- b. The period of duration of this corporation is perpetual.
- c. The address of the registered office of this corporation is 1333 S. Kirkwood Road, St. Louis, Missouri 63122.
- d. The name of the registered agent of this corporation is CT Corporation System.

Article II Objectives

The objectives and purposes of this corporation are:

- a. To unite in a corporate body Evangelical Lutheran congregations that acknowledge and remain true to the *Book of Concord* of the year of our Lord 1580 as a true exhibition of sound Christian doctrine.
- b. To assist in the establishment of Evangelical Lutheran congregations and preaching stations.
- c. To assist, advise, and protect member congregations and ministers of religion—ordained and ministers of religion—commissioned of The Lutheran Church—Missouri Synod, to provide for their ecclesiastical supervision in matters of doctrine and practice and their administration of official duties, and to acknowledge and assert the protections granted by the First Amendment to the Constitution of the United States.
- d. To support the establishment and maintenance of theological seminaries, colleges, universities, and other institutions of learning to train ministers of religion—ordained, ministers of religion—commissioned, and laity for service in the Evangelical Lutheran Church.
- e. To spread the Gospel of Jesus Christ throughout the world by every means possible.
- f. To provide assistance and resources to the congregations, schools, Sunday schools, preaching stations, and agencies of the Synod for the dissemination of the Christian Gospel.
- g. To establish and conduct all such enterprises and endeavors and to exercise such further power as may be necessary or expedient to carry out the objectives stated in the Constitution of The Lutheran Church—Missouri Synod.

Article III Membership

Membership in this corporation is held and may be acquired by congregations, ministers of religion—ordained and ministers of religion—commissioned, as defined by the Constitution and Bylaws of this corporation, who confess and accept the

confessional basis of Article II of the Constitution of The Lutheran Church—Missouri Synod. The member congregations of The Lutheran Church—Missouri Synod shall be the voting members of this corporation. Congregations shall exercise their voting power through clergy and lay delegates representing the member congregations in such number as may be determined from time to time in accord with the Constitution and Bylaws of The Lutheran Church—Missouri Synod.

Article IV Meetings

This corporation shall have general meetings, called conventions, at least once every three years, or as often as may be determined by resolution of the Synod in convention. Special meetings may be called in such manner as may be provided by the Constitution or Bylaws of The Lutheran Church—Missouri Synod. All officers and agencies of the Synod, defined in such Constitution or Bylaws, shall be responsible to the Synod convention, which is the ultimate authority of this corporation.

Article V Officers

This corporation shall have a board of directors of such number and qualifications and who shall be elected in such manner and for such terms of office as shall be set forth in the Constitution or Bylaws of The Lutheran Church—Missouri Synod. In addition, this corporation shall have other officers having such qualifications and who shall be elected or appointed in such manner and for such terms of office as provided for in the Constitution or Bylaws of The Lutheran Church—Missouri Synod.

The management authority and duties of the Board of Directors of this corporation shall be limited to the extent such authority and duties are delegated by the Constitution and Bylaws of The Lutheran Church—Missouri Synod to other officers and agencies of the Synod. The management authority and duties of the Board of Directors and such other officers and agencies shall be defined in the Constitution and Bylaws, and each of them shall be responsible to The Lutheran Church—Missouri Synod for the proper and prudent fulfillment of the authority and duties so designated to them. In the case of any conflict or uncertainty in determining the authority and duties of the officers and agencies, the opinions of the Commission on Constitutional Matters of The Lutheran Church—Missouri Synod interpreting the Constitution and Bylaws of The Lutheran Church—Missouri Synod shall be binding, unless and until overruled by a convention of the Synod. In case of any conflict or uncertainty relative to the applicability of the laws of the State of Missouri, such issues shall be resolved in accord with the provisions in the Constitution and Bylaws of The Lutheran Church—Missouri Synod.

Article VI Property

This corporation shall have power to acquire by gift, grant, demise, devise, bequest, purchase, or otherwise, property of every kind and description, real, personal, or mixed; to hold and use such property and deal with, or dispose of, any or all such property by sale, exchange, or gift, when necessary or expedient to carry out the objects and purposes of this corporation; to receive, maintain, and administer endowments, legacies, pension funds, retirement funds, and such other general or trust funds as may be necessary for the operation of said corporation or for the accomplishment of its purposes; provided that all such property shall be acquired, dealt with, or disposed of

in a manner not in conflict with the laws of the State of Missouri or of the laws of any state in which said property is located.

Article VII Bylaws

This corporation shall have such constitution and bylaws as may be necessary to accomplish its purposes and shall have power to create such corporations, boards, offices, and other subordinate bodies as may be necessary to accomplish its general and special objectives and in such bylaws assign responsibilities to those bodies.

Article VIII Amendments*

Amendments to these Articles of Incorporation may be made at any time at a general or special meeting of this corporation by the affirmative vote of a two-thirds majority of the delegates present and voting or by a simple majority of all delegates, whichever is less, provided such amendments are not inconsistent with the Constitution or Bylaws of The Lutheran Church—Missouri Synod or the Constitution and laws of the United States or the State of Missouri.

* The Articles of Incorporation of the Synod were approved July 3, 1894. They were amended in their entirety by the synodical convention of 1956. Article IV was amended by the 1962 synodical convention and Article V, paragraph 2, by the 1965 convention. Both of the amendments were approved by the Circuit Court of the City of St. Louis.

The Synod at its 1967 convention, on advice of counsel, resolved to accept the provisions of the Missouri "General Not-for-Profit Corporation Act" enacted in 1959. This act simplifies corporate procedure and makes it unnecessary to apply to the Circuit Court of the City of St. Louis for approval of amendments. Only two changes were needed. In Article I, sections b, c, and d were added, and the clause in Article VIII for court approval of amendments was deleted.

In 1981, Article IV was amended to reflect adoption of a triennial convention schedule and Article V, to reflect changes to the voting and non-voting membership of the Board of Directors.

In 1998 changes were made in Articles I and V deleting references to specific officers, incorporating the objectives of the Synod by reference in Article II, and clarifying Articles III and IV regarding congregations as the voting members of the Synod and the conventions of the Synod as its general meetings. The Constitution and Bylaws were referenced in Articles VII and VIII.

In 2004 a change was made to Article III by deleting references to specific categories of ministers of religion—commissioned and referring to definitions provided in the Constitution and Bylaws. A second change, adding a second paragraph to Article V, clarifies that limitations are placed upon the Board of Directors and other officers and agencies of the Synod by its Constitution and Bylaws.

In 2007, Article V was amended by adding a final sentence that directs all disputes regarding the applicability of the laws of the State of Missouri to provisions for resolution of such disputes in the Constitution and Bylaws.

In 2010, numerous changes were made, especially to Article II Objectives, as the entire document was amended and restated to accurately reflect the operations of the Synod.